



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 22075 FILED

MAR 18 '99

11-15AM

March 8, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of February 17, 1999.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR
100 Federal Street
Boston, MA 02110

Southdown, Inc. - LESSEE
1200 Smith Street
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 5, NEW 3,260 Cubic Foot 115 ton Twin Covered Hopper Cars, SDWX numbers."

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

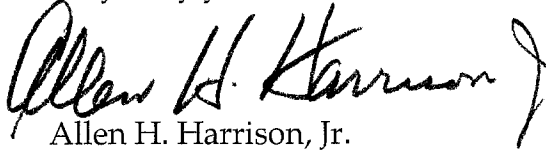
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Counterparts to 44 H-111111

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for BancBoston Leasing Inc.,
for the purpose
of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8201-020

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of February 11, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Five (5) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.BI</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10015	54900	231100
SDWX 10178	54800	231200
SDWX 10191	55000	231000

<u>Certificate No.BH</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10158	54600	231400
SDWX 10213	54300	231700

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

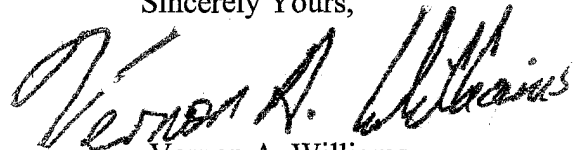
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY
Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser
1100 New York Avenue, NW
Washington, DC 20005-3934

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 3-18-99 at 11:15 am and
assigned recordation numbers (s): 22075, 22076 and 22077 .

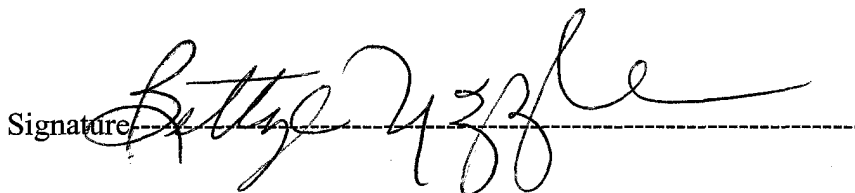
Sincerely Yours,


Vernon A. Williams

Enclosure(s)

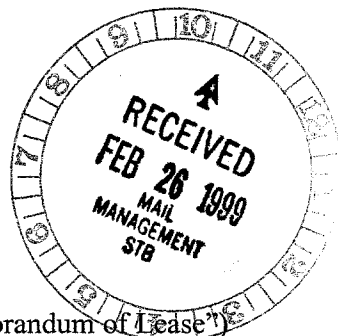
\$78.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



MAR 18 '99

11-15AM

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 17 day of February, 1999 is intended to evidence the Equipment Schedule dated as of February 11, 1999, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use **Five (5) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars** (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

BANCOSTON LEASING INC.

By: Paula E. DeLauntonName: PAULA E. DELAUNTONTitle: ASSISTANT VICE PRESIDENTDate: 2/23/99**LESSEE:**

SOUTHDOWN, INC.

By: L. Craig CarletonName: L. Craig CarletonTitle: Assistant TreasurerDate: February 19, 1999

STATE OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK)

On, this 23RD day of FEBRUARY, 1999, before me the subscriber KATHLEEN J. DAVIS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Paula E. DeLawter to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 23RD day of FEBRUARY, 1999.

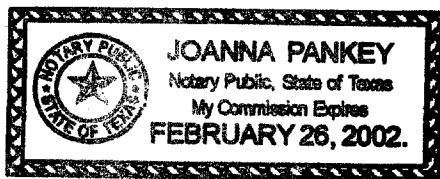
Kathleen J. Davis
Notary Signature

6/14/2002
My Commission Expires

STATE OF Texas)
COUNTY OF Harris) SS:

On this 17th day of February, 1999, before me the subscriber, Joanna Pankey, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L. Craig Carleton, to me personally known, who stated and acknowledged that he/she is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 17th day of February, 1999.



Joanna Pankey
Notary Signature

2-26-2002
My Commission Expires

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of February 11, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Five (5) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

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